

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

STANADYNE LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10207 (TMH)

(Jointly Administered)

Ref. Docket No. _____

**ORDER, PURSUANT TO SECTIONS 105(a) AND 365(a) OF THE BANKRUPTCY
CODE, AUTHORIZING THE DEBTORS TO REJECT THAT CERTAIN CONTRACT
BETWEEN EXPRESS EMPLOYMENT PROFESSIONALS AND THE DEBTORS,
EFFECTIVE AS OF THE REJECTION DATE**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to sections 105(a) and 365 of the Bankruptcy Code, authorizing the Debtors to reject that certain contract set forth on Schedule 1 to this Order (the “Rejected Contract”), effective as the Rejection Date (defined below); and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required except as otherwise provided herein; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and their

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Contract is hereby rejected by the Debtors, with such rejection being effective as of September 12, 2023 (the “Rejection Date”).
3. Nothing herein shall impair, prejudice, waive or otherwise affect the rights of the Debtors to: (a) assert that the Rejected Contract (i) was terminated prior to the Rejection Date, or (ii) is not an executory contract under 365 of the Bankruptcy Code; (b) assert that any claim for damages arising from the rejection of the Rejected Contract is limited to the remedies available under any applicable termination provisions of the Rejected Contract; (c) assert that any such claim is an obligation of a third party, and not that of the Debtors or their estates; or (d) otherwise contest any claims that may be asserted in connection with the Rejected Contract. All rights, claims, defenses and causes of action that the Debtors and their estates may have against the counterparty to the Rejected Contract, whether or not such claims arise under, are related to the rejection of, or are independent of the Rejected Contract, are reserved, and nothing herein is intended or shall be deemed to impair, prejudice, waive or otherwise abridge such rights, claims, defenses and causes of action.
4. Any person or entity that holds a claim that arises from the rejection of the Rejected Contract must file a Proof of Claim based on such rejection on the date that is thirty (30) days following service of this Order.
5. The requirements in Bankruptcy Rule 6006 are satisfied.

6. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

7. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Schedule 1**Rejected Contract**

Seller Entity	Non-Seller Counterparty	Contract Description	Designation	Effective Date of Designation/Rejection
Stanadyne LLC	Express Employment Professionals	Staffing Agreement, dated as of November 23, 2022 between Express Employment Professionals and Stanadyne	Non-Assigned Contract	September 12, 2023